

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al., ¹)	Case No. 01-1139 (KJC)
)	Jointly Administered
)	
Reorganized Debtors.)	Objection Date: April 18, 2014 at 4:00 p.m.
)	Hearing Date: [To Be Determined]
)	

**QUARTERLY APPLICATION OF
BMC GROUP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT
TO THE REORGANIZED DEBTORS FOR THE FIFTY-FIRST QUARTERLY
INTERIM PERIOD (OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013)**

Name of Applicant:	BMC Group ("BMC")
Authorized to Provide Professional Services to:	The above-captioned Reorganized Debtors
Date of Retention:	Retention Order entered May 8, 2002; effective as of April 4, 2002
Period for which Compensation and Reimbursement is Sought:	October 1, 2013 through December 31, 2013
Amount of Compensation Sought as Actual*, Reasonable and Necessary:	\$ 140,822.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 10,354.42

¹ The Reorganized Debtors comprise the following 17 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is a: ☐ Monthly Application ☒ Quarterly Application ☐ Final Application

The total time expended for preparation of this fee application is approximately 25.0 hours and the corresponding compensation requested is approximately \$5,250.00²

This Quarterly Application filed by BMC is for the 51st Quarterly Interim Period.

PRIOR APPLICATIONS

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
3/4/2003	N/A	4/4/2002-4/30/2002	\$18,913.50	\$1,420.00	\$15,130.80	\$1,420.00
3/4/2003	N/A	5/1/2002-5/31/2002	\$46,559.00	\$2,781.83	\$37,247.20	\$2,781.83
3/4/2003	N/A	6/1/2002-6/30/2002	\$42,162.00	\$3,538.24	\$33,729.60	\$3,538.24
3/4/2003	N/A	5th Quarterly 2002	\$107,634.50	\$7,740.07	\$86,107.60	\$7,740.07
3/4/2003	N/A	7/1/2002-7/31/2002	\$48,181.75	\$10,701.48	\$38,545.40	\$10,701.48
3/4/2003	N/A	8/1/2002-8/31/2002	\$48,729.50	\$1,891.32	\$38,983.60	\$1,891.32
3/4/2003	N/A	9/1/2002-9/30/2002	\$55,850.00	\$2,743.43	\$44,680.00	\$2,743.43
3/4/2003	N/A	6th Quarterly 2002	\$152,761.25	\$15,336.23	\$122,209.00	\$15,336.23
3/4/2003	N/A	10/1/2002-10/31/2002	\$95,621.50	\$3,384.85	\$76,497.20	\$3,384.85
3/4/2003	N/A	11/1/2002-11/30/2002	\$49,215.25	\$2,658.68	\$39,372.20	\$2,658.68
3/4/2003	N/A	12/1/2002-12/31/2002	\$46,683.00	\$850.00	\$37,346.40	\$850.00
3/4/2003	N/A	7th Quarterly 2002	\$191,519.75	\$6,893.53	\$153,215.80	\$6,893.53
5/15/2003	10	1/1/2003-1/31/2003	\$74,318.00	\$1,229.90	\$59,454.40	\$1,229.90
5/15/2003	11	2/1/2003-2/28/2003	\$82,610.00	\$4,837.69	\$66,088.00	\$4,837.69
5/15/2003	12	3/1/2003-3/31/2003	\$72,572.25	\$3,860.72	\$58,057.80	\$3,860.72
5/15/2003	8 Q	8th Quarterly 2003	\$229,500.25	\$9,928.31	\$183,600.20	\$9,928.31
9/23/2003	13	4/1/2003-4/30/2003	\$117,598.00	\$2,132.50	\$94,078.40	\$2,132.50
9/23/2003	14	5/1/2003-5/31/2003	\$140,988.00	\$4,689.22	\$112,790.40	\$4,689.22
9/23/2003	15	6/1/2003-6/30/2003	\$95,449.00	\$8,234.67	\$76,359.20	\$8,234.67
9/23/2003	9 Q	9th Quarterly 2003	\$354,035.00	\$15,480.10	\$283,228.00	\$15,480.10
2/18/2004	16	7/1/2003-7/31/2003	\$90,293.50	\$9,851.36	\$90,293.50	\$9,851.36
2/18/2004	17	8/1/2003-8/31/2003	\$88,262.50	\$2,515.87	\$88,262.50	\$2,515.87
2/18/2004	18	9/1/2003-9/30/2003	\$82,370.00	\$16,341.34	\$82,370.00	\$16,341.34
2/25/2004	10 Q	10th Quarterly 2003	\$260,926.00	\$28,708.57	\$260,926.00	\$28,708.57
4/13/2004	19	10/1/2003-10/31/2003	\$86,187.00	\$1,861.76	\$86,187.00	\$1,861.76
4/13/2004	20	11/1/2003-11/30/2003	\$69,321.00	\$1,330.52	\$69,321.00	\$1,330.52
4/13/2004	21	12/1/2003-12/31/2003	\$62,679.00	\$2,627.14	\$62,679.00	\$2,627.14
4/13/2004	11 Q	11th Quarterly 2003	\$218,187.00	\$5,819.42	\$218,187.00	\$2,528.88
6/18/2004	22	1/1/2004-1/31/2004	\$84,944.50	\$1,327.94	\$84,944.50	\$1,327.94
6/18/2004	23	2/1/2004-2/29/2004	\$42,147.00	\$1,623.86	\$42,147.00	\$1,623.86
6/18/2004	24	3/1/2004-3/31/2004	\$89,579.50	\$1,403.99	\$89,579.50	\$1,403.99
6/18/2004	12 Q	12th Quarterly 2004	\$216,671.00	\$4,355.79	\$216,671.00	\$4,355.79
11/3/2004	25	4/1/2004-4/30/2004	\$76,264.50	\$2,134.18	\$76,264.50	\$2,134.18
11/3/2004	26	5/1/2004-5/31/2004	\$63,313.50	\$2,330.43	\$63,313.50	\$2,330.43
11/3/2004	27	6/1/2004-6/30/2004	\$58,641.50	\$2,795.01	\$58,641.50	\$2,795.01
11/3/2004	13 Q	13th Quarterly 2004	\$198,219.50	\$7,259.62	\$198,219.50	\$7,259.62

² The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
2/7/2005	28	7/1/2004 – 7/31/2004	\$45,396.00	\$2,558.91	\$45,396.00	\$2,558.91
2/7/2005	29	8/1/2004 – 8/31/2004	\$60,094.50	\$1,375.09	\$60,094.50	\$1,375.09
2/7/2005	30	9/1/2004 – 9/30/2004	\$75,755.50	\$1,251.65	\$75,755.50	\$1,251.65
2/7/2005	14Q	14 th Quarterly 2004	\$181,246.00	\$5,185.65	\$181,246.00	\$5,185.65
4/8/2005	31	10/1/2004 – 10/31/2004	\$59,922.00	\$2,144.86	\$59,922.00	\$2,144.86
4/8/2005	32	11/1/2004 – 11/30/2004	\$65,745.50	\$28,337.71	\$65,745.50	\$28,337.71
4/8/2005	33	12/1/2004 – 12/31/2004	\$62,692.00	\$8,918.87	\$62,692.00	\$8,918.87
4/8/2005	15Q	15 th Quarterly 2004	\$188,359.50	\$39,401.44	\$188,359.50	\$39,401.44
8/11/2005	34	1/1/2005 – 1/31/2005	\$67,384.00	\$2,530.41	\$67,384.00	\$2,530.41
8/11/2005	35	2/1/2005 – 2/28/2005	\$56,206.00	\$2,869.31	\$56,206.00	\$2,869.31
8/11/2005	36	3/1/2005 – 3/31/2005	\$64,836.00	\$1,666.16	\$64,836.00	\$1,666.16
8/11/2005	16Q	16 th Quarterly 2005	\$188,426.00	\$7,065.88	\$188,426.00	\$7,065.00
10/31/2005	37	4/1/2005 – 4/30/2005	\$88,685.50	\$2,391.33	\$88,685.50	\$2,391.33
10/31/2005	38	5/1/2005 – 5/31/2005	\$158,852.00	\$4,552.49	\$158,852.00	\$4,552.49
10/31/2005	39	6/1/2005 – 6/30/2005	\$232,914.00	\$13,912.17	\$232,914.00	\$13,912.17
10/31/2005	17Q	17 th Quarterly 2005	\$480,451.50	\$20,855.99	\$480,451.50	\$20,855.99
1/31/2006	40	7/1/2005 – 7/31/2005	\$468,997.75	\$17,359.91	\$468,997.75	\$17,359.91
1/31/2006	41	8/1/2005 – 8/31/2005	\$684,403.00	\$43,446.98	\$684,403.00	\$43,446.98
1/31/2006	42	9/1/2005 – 9/30/2005	\$334,412.00	\$34,731.14	\$334,412.00	\$34,731.14
2/1/2006	18Q	18 th Quarterly 2005	\$1,487,812.75	\$95,538.03	\$1,487,812.75	\$95,538.03
4/20/2006	43	10/1/2005 – 10/31/2005	\$126,175.50	\$2,460.85	\$126,175.50	\$2,460.85
4/20/2006	44	11/1/2005 – 11/30/2005	\$136,980.50	\$2,010.10	\$136,980.50	\$2,010.10
4/20/2006	45	12/1/2005 – 12/31/2005	\$54,700.50	\$4,310.19	\$54,700.50	\$4,310.19
4/20/2006	19Q	19 th Quarterly 2005	\$301,963.67*	\$8,781.14	\$301,963.67*	\$8,781.14
4/28/2006	46	1/1/2006 – 1/31/2006	\$52,998.50	\$2,322.75	\$52,998.50	\$2,322.75
7/17/2006	47	2/1/2006 – 2/28/2006	\$64,309.50	\$1,438.85	\$64,309.50	\$1,438.85
8/25/2006	48	3/1/2006 – 3/31/2006	\$69,538.75	\$2,732.97	\$69,538.75	\$2,732.97
8/25/2006	20Q	20 th Quarterly 2006	\$177,504.41*	\$6,494.57	\$177,504.41*	\$6,494.57
11/21/2006	49	4/1/2006 – 4/30/2006	\$64,523.00	\$1,918.17	\$64,523.00	\$1,918.17
11/22/2006	50	5/1/2006 – 5/31/2006	\$83,530.00	\$2,413.38	\$83,530.00	\$2,413.38
11/22/2006	51	6/1/2006 – 6/30/2006	\$42,762.00	\$5,634.14	\$42,762.00	\$5,634.14
11/22/2006	21Q	21 st Quarterly 2006	\$181,274.25*	\$9,965.65	\$181,274.25*	\$9,965.65
12/11/2006	52	7/1/2006 – 7/31/2006	\$35,134.50	\$41,219.71	\$35,134.50	\$41,219.71
12/21/2006	53	8/1/2006 – 8/31/2006	\$76,583.00	\$4,757.53	\$76,583.00	\$4,757.53
12/27/2006	54	9/1/2006 – 9/30/2006	\$71,515.00	\$24,065.05	\$71,515.00	\$24,065.05
12/27/2006	22Q	22 nd Quarterly 2006	\$174,070.88*	\$70,042.29	\$174,070.88*	\$70,042.29
5/17/2007	55	10/1/2006 – 10/31/2006	\$103,882.50	\$72,054.63	\$103,882.50	\$72,054.63
5/21/2007	56	11/1/2006 – 11/30/2006	\$74,836.00	\$18,644.41	\$74,836.00	\$18,644.41
5/22/2007	57	12/1/2006 – 12/31/2006	\$66,253.50	\$24,335.71	\$66,253.50	\$24,335.71
5/22/2007	23Q	23 rd Quarterly 2006	\$232,723.40*	\$115,034.75	\$232,723.40*	\$115,034.75
8/24/2007	58	1/1/2007 – 1/31/2007	\$89,031.50	\$13,162.75	\$89,031.50	\$13,162.75
8/24/2007	59	2/1/2007 – 2/28/2007	\$136,258.25	\$16,098.69	\$136,258.25	\$16,098.69
8/24/2007	60	3/1/2007 – 3/31/2007	\$80,692.00	\$1,746.97	\$80,692.00	\$1,746.97
8/24/2007	24Q	24 th Quarterly 2007	\$290,682.66*	\$31,008.41	\$290,682.66*	\$31,008.41

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
11/9/2007	61	4/1/2007 – 4/30/2007	\$49,298.00	\$1,989.73	\$49,298.00	\$1,989.73
11/9/2007	62	5/1/2007 – 5/31/2007	\$135,172.00	\$2,067.20	\$135,172.00	\$2,067.20
11/9/2007	63	6/1/2007 – 6/30/2007	\$58,687.50	\$3,094.14	\$58,687.50	\$3,094.14
11/9/2007	25Q	25 th Quarterly 2007	\$234,642.73*	\$7,151.07	\$234,642.73*	\$7,151.07
12/5/2007	64	7/1/2007 – 7/31/2007	\$48,858.00	\$2,166.14	\$48,858.00	\$2,166.14
12/7/2007	65	8/1/2007 – 8/31/2007	\$66,679.00	\$2,412.77	\$66,679.00	\$2,412.77
12/7/2007	66	9/1/2007 – 9/30/2007	\$43,504.00	\$3,307.71	\$43,504.00	\$3,307.71
12/11/2007	26Q	26 th Quarterly 2007	\$159,041.00	\$7,886.62	\$159,041.00	\$7,886.62
1/7/2008	67	10/1/2007 – 10/31/2007	\$48,179.00	\$2,867.37	\$48,179.00	\$2,867.37
1/11/2008	68	11/1/2007 – 11/30/2007	\$36,004.50	\$2,273.21	\$36,004.50	\$2,273.21
2/1/2008	69	12/1/2007 – 12/31/2007	\$27,285.00	\$2,177.19	\$27,285.00	\$2,177.19
2/22/2008	27Q	27 th Quarterly 2007	\$111,468.50	\$7,317.77	\$111,468.50	\$7,317.77
3/19/2008	70	1/1/2008 – 1/31/2008	\$39,843.00	\$2,370.71	\$34,105.40	\$2,370.71
5/12/2008	71	2/1/2008 – 2/29/2008	\$27,323.50	\$2,243.98	\$18,520.00	\$2,243.98
5/29/2008	72	3/1/2008 – 3/31/2008	\$21,341.50	\$2,718.61	\$17,393.50	\$2,718.61
5/29/2008	28Q	28 th Quarterly 2008	\$88,508.00	\$7,333.30	\$70,019.40	\$7,333.30
10/28/2008	73	4/1/2008 – 4/30/2008	\$33,293.50	\$2,751.14	\$33,293.50	\$2,751.14
10/28/2008	74	5/1/2008 – 5/31/2008	\$24,593.50	\$2,093.58	\$21,624.50	\$2,093.58
10/28/2008	75	6/1/2008 – 6/30/2008	\$35,613.50	\$2,310.78	\$35,613.50	\$2,310.78
10/28/2008	29Q	29 th Quarterly 2008	\$93,500.50	\$7,155.50	\$90,531.50	\$7,155.50
11/12/2008	76	7/1/2008 – 7/31/2008	\$32,283.50	\$4,543.30	\$23,283.50	\$4,303.28
1/16/2009	77	8/1/2008 – 8/31/2008	\$53,516.00	\$5,789.77	\$53,516.00	\$5,549.75
2/20/2009	78	9/1/2008 – 9/30/2008	\$74,290.50	\$4,590.21	\$74,209.50	\$4,350.19
2/20/2009	30Q	30 th Quarterly 2008	\$160,090.00	\$14,923.28	\$160,090.00	\$14,203.22
5/4/2009	79	10/1/2008 – 10/31/2008	\$64,656.50	\$4,136.81	\$60,406.62	\$4,136.81
5/7/2009	80	11/1/2008 – 11/30/2008	\$30,925.50	\$2,121.21	\$30,925.50	\$2,121.21
5/22/2009	81	12/1/2008 – 12/31/2008	\$29,946.50	\$2,499.56	\$29,946.50	\$2,499.56
5/22/2009	31Q	31 st Quarterly 2008	\$125,528.50	\$8,757.58	\$121,278.62	\$8,757.58
8/11/2009	82	1/1/2009 – 1/31/2009	\$20,014.00	\$2,067.70	\$20,014.00	\$2,067.70
8/18/2009	83	2/1/2009 – 2/28/2009	\$32,578.00	\$2,533.04	\$32,578.00	\$2,533.04
8/18/2009	84	3/1/2009 – 3/31/2009	\$122,625.50	\$4,318.32	\$122,625.50	\$4,318.32
8/18/2009	32Q	32 nd Quarterly 2009	\$175,217.50	\$8,919.06	\$175,217.50	\$8,919.06
11/11/2009	85	4/1/2009 – 4/30/2009	\$156,353.50	\$80,862.01	\$156,353.50	\$80,862.01
11/11/2009	86	5/1/2009 – 5/31/2009	\$292,613.50	\$3,869.91	\$292,613.50	\$3,869.91
11/11/2009	87	6/1/2009 – 6/30/2009	\$64,022.00	\$2,172.69	\$64,022.00	\$2,172.69
11/11/2009	33Q	33 rd Quarterly 2009	\$512,989.00	\$86,904.61	\$512,989.00	\$86,904.61
2/12/2010	88	7/1/2009 – 7/31/2009	\$35,788.50	\$2,306.85	\$35,788.50	\$2,206.85
2/12/2010	89	8/1/2009 – 8/31/2009	\$28,279.50	\$2,144.97	\$27,917.68	\$2,144.97
2/12/2010	90	9/1/2009 – 9/30/2009	\$34,658.50	\$2,443.21	\$34,658.50	\$2,371.14
2/12/2010	34Q	34 th Quarterly 2009	\$99,326.50	\$6,915.03	\$98,364.82	\$6,722.96
5/3/2010	91	10/1/2009 – 10/31/2009	\$28,138.00	\$2,842.55	\$28,138.00	\$2,842.55
5/3/2010	92	11/1/2009 – 11/30/2009	\$29,158.00	\$20,122.68	\$29,158.00	\$20,122.68
5/3/2010	93	12/1/2009 – 12/31/2009	\$12,573.50	\$2,308.90	\$12,573.50	\$2,308.90
5/3/2010	35Q	35 th Quarterly 2009	\$69,869.50	\$25,274.13	\$69,869.50	\$25,274.13

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
8/9/2010	94	1/1/2010 – 1/31/2010	\$14,171.00	\$3,417.80	\$14,171.00	\$3,417.80
8/9/2010	95	2/1/2010 – 2/28/2010	\$24,681.50	\$2,237.64	\$24,681.50	\$2,237.64
8/9/2010	96	3/1/2010 – 3/31/2010	**\$10,468.50	**\$2,313.01	**\$10,468.50	**\$2,313.01
8/9/2010	36Q	36 th Quarterly 2010	**\$49,321.00	**\$7,968.45	**\$49,321.00	**\$7,968.45
11/8/2010	97	4/1/2010 – 4/30/2010	\$15,571.00	\$2,825.72	\$15,571.00	\$2,825.72
11/8/2010	98	5/1/2010 – 5/31/2010	\$48,396.00	\$2,157.78	\$48,396.00	\$2,157.78
11/8/2010	99	6/1/2010 – 6/30/2010	\$23,278.50	\$2,154.70	\$23,278.50	\$2,154.70
11/8/2010	37Q	37 th Quarterly 2010	\$87,245.50	\$7,138.20	\$87,245.50	\$7,138.20
2/22/2011	100	7/1/2010 – 7/31/2010	\$15,875.50	\$2,154.70	\$15,875.50	\$2,154.70
2/22/2011	101	8/1/2010 – 8/31/2010	\$28,684.00	\$2,727.70	\$28,684.00	\$2,727.70
2/22/2011	102	9/1/2010 – 9/30/2010	\$15,215.50	\$2,223.29	\$15,215.50	\$2,223.29
2/22/2011	38Q	38 th Quarterly 2010	\$59,775.00	\$7,105.69	\$59,775.00	\$7,105.69
3/7/2011	103	10/1/2010 – 10/31/2010	\$21,491.50	\$2,184.53	\$21,491.50	\$2,184.53
3/7/2011	104	11/1/2010 – 11/30/2010	\$17,798.50	\$2,231.47	\$17,798.50	\$2,231.47
3/7/2011	105	12/1/2010 – 12/31/2010	\$10,459.50	\$2,189.70	\$10,459.50	\$2,189.70
3/7/2011	39Q	39 th Quarterly 2010	\$49,749.50	\$6,605.70	\$49,749.50	\$6,605.70
7/5/2011	106	1/1/2011 – 1/31/2011	\$21,741.00	\$2,228.55	\$21,741.00	\$2,228.55
7/5/2011	107	2/1/2011 – 2/28/2011	\$32,520.50	\$2,251.21	\$32,520.50	\$2,251.21
7/5/2011	108	3/1/2011 – 3/31/2011	\$33,123.00	\$2,248.48	\$33,123.00	\$2,248.48
7/5/2011	40Q	40 th Quarterly 2011	\$87,384.50	\$6,728.24	\$87,384.50	\$6,728.24
10/21/2011	109	4/1/2011 – 4/30/2011	\$29,846.00	\$2,180.02	\$29,846.00	\$2,180.02
10/21/2011	110	5/1/2011 – 5/31/2011	\$33,288.00	\$2,180.02	\$33,288.00	\$2,180.02
10/21/2011	111	6/1/2011 – 6/30/2011	\$22,472.50	\$2,186.86	\$22,472.50	\$2,186.86
10/21/2011	41Q	41 st Quarterly 2011	\$85,606.50	\$6,546.90	\$85,606.50	\$6,546.90
11/22/2011	112	7/1/2011 – 7/31/2011	\$32,276.50	\$2,175.62	\$32,276.50	\$2,175.62
11/22/2011	113	8/1/2011 – 8/31/2011	\$44,732.00	\$2,177.94	\$44,732.00	\$2,177.94
11/22/2011	114	9/1/2011 – 9/30/2011	\$48,128.00	\$2,182.58	\$48,128.00	\$2,182.58
11/22/2011	42Q	42 nd Quarterly 2011	\$125,136.50	\$6,536.14	\$125,136.50	\$6,536.14
12/30/2011	115	10/1/2011 – 10/31/2011	\$59,256.00	\$7,725.14	\$59,256.00	\$7,725.14
12/30/2011	116	11/1/2011 – 11/30/2011	\$25,612.00	\$2,819.71	\$25,612.00	\$2,819.71
3/8/2012	117	12/1/2011 – 12/31/2011	\$17,216.50	\$2,390.88	\$17,216.50	\$2,390.88
3/8/2012	43Q	43 rd Quarterly 2011	\$102,084.50	\$12,935.73	\$102,084.50	\$12,935.73
5/25/2012	118	1/1/2012 – 1/31/2012	\$21,433.50	\$2,088.17	\$21,433.50	\$2,088.17
5/25/2012	119	2/1/2012 – 2/29/2012	\$43,173.50	\$3,402.77	\$43,131.50	\$3,402.77
5/25/2012	120	3/1/2012 – 3/31/2012	\$34,397.00	\$2,600.67	\$34,397.00	\$2,600.67
5/29/2012	44Q	44 th Quarterly 2012	\$99,004.00	\$8,091.61	\$98,962.00	\$8,091.61
5/29/2012	121	4/1/2012 – 4/30/2012	\$45,051.00	\$21,165.44	\$45,051.00	\$21,165.44
8/31/2012	122	5/1/2012 – 5/31/2012	\$40,770.00	\$1,778.47	\$40,770.00	\$1,778.47
8/31/2012	123	6/1/2012 – 6/30/2012	\$30,633.00	\$1,684.65	\$30,633.00	\$1,684.65
8/31/2012	45Q	45 th Quarterly 2012	\$116,454.00	\$24,628.56	\$116,454.00	\$24,628.56
11/2/2012	124	7/1/2012 – 7/31/2012	\$38,639.00	\$1,691.20	\$38,639.00	\$1,691.20
11/2/2012	125	8/1/2012 – 8/31/2012	\$44,167.50	\$1,539.90	\$44,167.50	\$1,539.90
11/2/2012	126	9/1/2012 – 9/30/2012	\$42,835.00	\$2,350.86	\$42,835.00	\$2,350.86
11/2/2012	46Q	46 th Quarterly 2012	\$125,641.50	\$5,581.96	\$125,641.50	\$5,581.96

** Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

PRIOR APPLICATIONS - continued

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
2/6/2013	127	10/1/2012 – 10/31/2012	\$45,872.00	\$1,546.88	\$45,872.00	\$1,546.88
2/6/2013	128	11/1/2012 – 11/30/2012	\$36,809.50	\$1,544.85	\$36,809.50	\$1,544.85
2/6/2013	129	12/1/2012 – 12/31/2012	\$37,633.00	\$1,546.65	\$37,633.00	\$1,546.65
2/6/2013	47Q	47 th Quarterly 2012	\$120,314.50	\$4,638.38	\$120,314.50	\$4,638.38
3/11/2013	130	1/1/2013 – 1/31/2013	\$41,247.50	\$1,541.72	\$41,247.50	\$1,541.72
4/4/2013	131	2/1/2013 – 2/28/2013	\$33,321.00	\$1,680.94	\$33,301.50	\$1,880.34
6/28/2013	132	3/1/2013 – 3/31/2013	\$32,967.00	\$1,543.58	\$32,967.00	\$1,543.58
6/28/2013	48Q	48 th Quarterly 2013	\$107,535.50	\$4,766.24	\$107,516.00	\$4,766.24
7/9/2013	133	4/1/2013 – 4/30/2013	\$21,065.50	\$1,539.90	\$21,065.50	\$1,539.90
7/9/2013	134	5/1/2013 – 5/31/2013	\$35,156.50	\$1,544.04	\$35,156.50	\$1,544.04
8/1/2013	135	6/1/2013 – 6/30/2013	\$19,399.50	\$1,540.82	\$19,384.50	\$1,540.82
8/30/2013	49Q	49 th Quarterly 2013	\$75,621.50	\$4,624.16	\$75,606.50	\$4,624.76
10/22/2013	136	7/1/2013 – 7/31/2013	\$33,804.00	\$1,540.82	Pending	Pending
10/22/2013	137	8/1/2013 – 8/31/2013	\$42,612.00	\$1,540.82	Pending	Pending
10/22/2013	138	9/1/2013 – 9/30/2013	\$42,217.00	\$1,565.08	Pending	Pending
12/31/2013	50Q	50 th Quarterly 2013	\$118,633.00	\$4,646.72	Pending	Pending
3/7/2014	139	10/1/2013 – 10/31/2013	\$50,224.50	\$1,540.82	Pending	Pending
3/14/2014	140	11/1/2013 – 11/30/2013	\$36,139.00	\$7,185.59	Pending	Pending
3/21/2014	141	12/1/2013 – 12/31/2013	\$54,459.00	\$1,628.01	Pending	Pending
3/28/2014	51Q	51 st Quarterly 2013	\$140,822.50	\$10,354.42	Pending	Pending

[Continued on next page]

BIOGRAPHICAL INFORMATION

Name of Professional Person	Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
Martha Araki	Senior Bankruptcy Consultant, 1999; twenty-five years experience in bankruptcy and other legal practice areas	\$210.00	433.0	\$90,930.00
Mike Booth	Claims Reconciliation Manager, 2002; four years prior bankruptcy experience	\$165.00	9.7	\$1,600.50
Mireya Carranza	Case Support Clerk, 2003	\$45.00	3.4	\$153.00
Debra Choulock	Case Support Clerk, 2007	\$45.00	2.5	\$112.50
Steffanie Cohen	Reconciliation Consultant, 2002; two years prior bankruptcy experience	\$110.00	30.6	\$3,366.00
Barbara Colby	Case Support Clerk, 2007	\$55.00	0.2	\$11.00
Jacqueline Conklin	Data Analyst, 2001	\$95.00	2.4	\$228.00
Reynante dela Cruz	Case Analyst, 2005	\$95.00	1.5	\$142.50
Ellen Dors	Reconciliation Consultant, 2003; prior bankruptcy experience with former employer during two bankruptcy cases	\$110.00	0.4	\$44.00
Maristar Go	Case Analyst, 2004; two years prior legal industry experience	\$95.00	13.6	\$1,292.00
Myrtle John	Director, 2001; thirty-five years experience in bankruptcy and other legal practice areas	\$195.00	115.0	\$22,425.00
Erin Kramer	Case Support Clerk, 2007	\$65.00	3.0	\$195.00
Gunther Kruse	Data Consultant, 2002; eight years prior experience in IT industry as database administrator and network manager	\$150.00	116.2	\$17,430.00
Terri Marshall	Senior Consultant, 2002; four years prior bankruptcy experience	\$185.00	2.4	\$444.00
Kevin Martin	Consultant, 2002; six years prior experience in financial services; two years prior experience in mergers/acquisitions	\$135.00	0.6	\$81.00
James Myers	Case Support Clerk, 2001	\$65.00	3.0	\$195.00
Vincent Nacorda	Case Analyst, 2007	\$75.00	1.1	\$82.50
Steven Ordaz	Consultant, 2006	\$110.00	0.3	\$33.00
Shirley Pzynski	Case Support Clerk, 2007	\$45.00	11.0	\$495.00
Noreve Roa	Case Analyst, 2004; two years prior legal industry experience	\$95.00	9.1	\$864.50
Airgelou Romero	Case Analyst, 2004; three years prior legal industry experience	\$95.00	6.4	\$608.00
Lucina Solis	Case Support Clerk, 2003	\$45.00	0.5	\$22.50
Mabel Soto	Case Support Clerk, 2003	\$45.00	1.5	\$67.50

Grand Total:	Actual Fees: \$140,822.50	Hours: 767.4
Blended Rate:	\$183.51	

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Actual Fees
Asbestos Claims	25.7	\$5,190.00
Asbestos PI Claims	2.3	\$483.00
Case Administration	150.6	\$23,905.50
Data Analysis	142.9	\$20,097.50
Distribution	165.2	\$33,814.50
Fee Applications – Applicant	23.1	\$4,834.50
Non-Asbestos Claims	257.0	\$52,416.50
Plan & Disclosure Statement	0.6	\$81.00
Travel – Non Working	0.0	\$0.00
Actual Total	767.4	\$140,822.50

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
b-Linx User Fee	BMC	\$1,050.00
b-Linx/Data Storage	BMC	\$2,550.00
Document Storage	BMC	\$269.70
Website Hosting	BMC	\$750.00
Pacer	US Courts	\$253.80
Total		\$4,873.50

PRODUCTION EXPENSE SUMMARY

Date of Mailing	Service Provider (If Applicable)	Total Expenses
October 2013	BMC (1 mailing)	\$0.92
November 2013	BMC (3 mailings)	\$5,391.89
December 2013	BMC (3 mailings)	\$88.11
Actual Total		\$5,480.92

WHEREFORE, BMC respectfully requests:

(a) that an allowance be made to it in the aggregate of \$151,176.92 comprised of:

- (i) \$140,822.50 in fees for services rendered by BMC to the Reorganized Debtors for reasonable and necessary professional services during the Fifty-First Quarterly Fee Period, October 1, 2013 through December 31, 2013;
 - (ii) \$10,354.42 for reimbursement of actual and necessary costs and expenses incurred by BMC during the Fifty-First Quarterly Fee Period, October 1, 2013 through December 31, 2013;
- and

(b) that both the fees and expenses are payable as an administrative expense of the Reorganized Debtors' estates; and

(c) for such other and further relief as the Court deems just and proper.

Dated: March 28, 2014

BMC GROUP

By: /s/ Myrtle H. John

MYRTLE H. JOHN

600 1st Avenue, Suite 300

Seattle, Washington 98104

Telephone: (206) 516-3300

Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation
Consultant to the Reorganized Debtors

VERIFICATION

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group ("BMC"), the Claims Reconciliation and Solicitation Consultant to the reorganized debtors herein (the "Reorganized Debtors"). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.

2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Reorganized Debtors and am thoroughly familiar with the other work performed on behalf of the Reorganized Debtors by other consultants and employees of BMC.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Consolidated Fee Invoice for the Fifty-First Quarter comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoices for the Fifty-First Quarter comprised of (i) an Expense Invoice and Detail for each month and (ii) a Production Invoice and Detail (if applicable). Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the 'Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,' signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: March 28, 2014

/s/ Myrtle H. John

MYRTLE H. JOHN